

**UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

ADJUSTACAM LLC,

Plaintiff,

vs.

AMAZON.COM, INC., ET AL.

Defendants.

Case No. 6:10-CV-329-LED

JURY TRIAL DEMANDED

**DEFENDANT ROSEWILL INC.'S ANSWER, AFFIRMATIVE
DEFENSES, AND COUNTERCLAIMS TO
PLAINTIFF'S THIRD AMENDED COMPLAINT**

Defendant Rosewill Inc. (hereafter "Rosewill"), by and through its undersigned counsel of record, hereby responds to the Third Amended Complaint ("Complaint") of AdjustaCam LLC ("Plaintiff"), filed on August 9, 2011, as follows:

PARTIES

1. Answering Paragraph 1, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 1 and, therefore, denies the same.

2. Answering Paragraph 2, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 2 and, therefore, denies the same.

3. Answering Paragraph 3, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 3 and, therefore, denies the same.

4. Answering Paragraph 4, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 4 and, therefore, denies the same.

5. Answering Paragraph 5, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 5 and, therefore, denies the same.

6. Answering Paragraph 6, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 6 and, therefore, denies the same.

7. Answering Paragraph 7, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 7 and, therefore, denies the same.

8. Answering Paragraph 8, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 8 and, therefore, denies the same.

9. Answering Paragraph 9, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 9 and, therefore, denies the same.

10. Answering Paragraph 10, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 10 and, therefore, denies the same.

11. Answering Paragraph 11, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 11 and, therefore, denies the same.

12. Answering Paragraph 12, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 12 and, therefore, denies the same.

13. Answering Paragraph 13, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 13 and, therefore, denies the same.

14. Answering Paragraph 14, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 14 and, therefore, denies the same.

15. Answering Paragraph 15, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 15 and, therefore, denies the same.

16. Answering Paragraph 16, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 16 and, therefore, denies the same.

17. Answering Paragraph 17, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 17 and, therefore, denies the same.

18. Answering Paragraph 18, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 18 and, therefore, denies the same.

19. Answering Paragraph 19, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 19 and, therefore, denies the same.

20. Answering Paragraph 20, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 20 and, therefore, denies the same.

21. Answering Paragraph 21, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 21 and, therefore, denies the same.

22. Answering Paragraph 22, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 22 and, therefore, denies the same.

23. Answering Paragraph 23, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 23 and, therefore, denies the same.

24. Answering Paragraph 24, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 24 and, therefore, denies the same.

25. Answering Paragraph 25, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 25 and, therefore, denies the same.

26. Answering Paragraph 26, Rosewill admits that Newegg Inc. has a place of business in the City of Industry, California. Rosewill denies any remaining allegations set forth in Paragraph 26.

27. Answering Paragraph 27, Rosewill admits that Newegg.com, Inc. had a place of business in the City of Industry, California. Rosewill denies any remaining allegations set forth in Paragraph 27. Newegg Inc. and Newegg.com Inc. are collectively referred to hereinafter as "Newegg."

28. Answering Paragraph 28, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 28 and, therefore, denies the same.

29. Answering Paragraph 29, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 29 and, therefore, denies the same.

30. Answering Paragraph 30, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 30 and, therefore, denies the same.

31. Answering Paragraph 31, Rosewill admits that Rosewill Inc. has a place of business in the City of Industry, California. Rosewill denies any remaining allegations set forth in Paragraph 31.

32. Answering Paragraph 32, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 32 and, therefore, denies the same.

33. Answering Paragraph 33, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 33 and, therefore, denies the same.

34. Answering Paragraph 34, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 34 and, therefore, denies the same.

35. Answering Paragraph 35, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 35 and, therefore, denies the same.

36. Answering Paragraph 36, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 36 and, therefore, denies the same.

37. Answering Paragraph 37, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 37 and, therefore, denies the same.

38. Answering Paragraph 38, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 38 and, therefore, denies the same.

JURISDICTION AND VENUE

39. Answering Paragraph 39, Rosewill admits that Plaintiff purports to bring an action under the patent laws of the United States, Title 35 of the United States Code, and that this Court has subject matter jurisdiction over such actions – but not necessarily over this particular action – pursuant to 28 U.S.C. §§ 1331 and 1338(a). Rosewill admits that it has offered for sale and sold products from the state of California. Rosewill admits that it has a website that is accessible by at least some users of the Internet. Rosewill denies that it has committed any infringing acts in this district, in Texas, or anywhere else. Rosewill denies that it has induced and/or contributed to infringement of the patent-in-suit by any users located in this district, in Texas, or anywhere else. Rosewill answers Paragraph 39 only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith. Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 39 to the extent they relate to other Defendants and, therefore, denies the same. Rosewill denies the remaining allegations set forth in Paragraph 39.

40. Answering Paragraph 40, Rosewill admits that 28 U.S.C. §§ 1391 and 1400 govern the venue of patent claims. Rosewill admits that it has offered for sale and sold products from the state of California. Rosewill admits that it has a website that is accessible by at least some users of the Internet. Rosewill denies that it has committed any infringing acts in this district, in Texas, or anywhere else. Rosewill denies that it has induced and/or contributed to infringement of the patent-in-suit by any users located in this district, in Texas, or anywhere else. Rosewill answers Paragraph 40 only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith. Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in

Paragraph 40 to the extent they relate to other Defendants and, therefore, denies the same. Rosewill denies the remaining allegations set forth in Paragraph 40.

COUNT I

PURPORTED INFRINGEMENT OF U.S. PATENT NO. 5,855,343

41. Answering Paragraph 41, Rosewill admits that United States Patent No. 5,855,343 (“the ‘343 patent”) is entitled “Camera Clip,” lists a purported filing date of March 7, 1997, and lists a purported issue date of January 5, 1999. Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations set forth in Paragraph 41 and, therefore, denies the same.

42. Answering Paragraph 42, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 42 and, therefore, denies the same.

43. Answering Paragraph 43, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 43 and, therefore, denies the same.

44. Answering Paragraph 44, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 44 and, therefore, denies the same.

45. Answering Paragraph 45, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 45 and, therefore, denies the same.

46. Answering Paragraph 46, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 46 and, therefore, denies the same.

47. Answering Paragraph 47, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 47 and, therefore, denies the same.

48. Answering Paragraph 48, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 48 and, therefore, denies the same.

49. Answering Paragraph 49, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 49 and, therefore, denies the same.

50. Answering Paragraph 50, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 50 and, therefore, denies the same.

51. Answering Paragraph 51, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 51 and, therefore, denies the same.

52. Answering Paragraph 52, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 52 and, therefore, denies the same.

53. Answering Paragraph 53, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 53 and, therefore, denies the same.

54. Answering Paragraph 54, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 54 and, therefore, denies the same.

55. Answering Paragraph 55, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 55 and, therefore, denies the same.

56. Answering Paragraph 56, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 56 and, therefore, denies the same.

57. Answering Paragraph 57, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 57 and, therefore, denies the same.

58. Answering Paragraph 58, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 58 and, therefore, denies the same.

59. Answering Paragraph 59, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 59 and, therefore, denies the same.

60. Answering Paragraph 60, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 60 and, therefore, denies the same.

61. Answering Paragraph 61, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 61 and, therefore, denies the same.

62. Answering Paragraph 62, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 62 and, therefore, denies the same.

63. Answering Paragraph 63, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 63 and, therefore, denies the same.

64. Answering Paragraph 64, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 64 and, therefore, denies the same.

65. Answering Paragraph 65, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 65 and, therefore, denies the same.

66. Answering Paragraph 66, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 66 and, therefore, denies the same.

67. Answering Paragraph 67, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 67 and, therefore, denies the same.

68. Answering Paragraph 68, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 68 and, therefore, denies the same.

69. Answering Paragraph 69, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 69 and, therefore, denies the same.

70. Answering Paragraph 70, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 70 and, therefore, denies the same.

71. Answering Paragraph 71, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 71 and, therefore, denies the same.

72. Answering Paragraph 72, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 72 and, therefore, denies the same.

73. Answering Paragraph 73, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 73 and, therefore, denies the same.

74. Answering Paragraph 74, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 74 and, therefore, denies the same.

75. Answering Paragraph 75, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 75 and, therefore, denies the same.

76. Answering Paragraph 76, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 76 and, therefore, denies the same.

77. Answering Paragraph 77, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 77 and, therefore, denies the same.

78. Answering Paragraph 78, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 78 and, therefore, denies the same.

79. Answering Paragraph 79, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 79 and, therefore, denies the same.

80. Answering Paragraph 80, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 80 and, therefore, denies the same.

81. Answering Paragraph 81, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 81 and, therefore, denies the same.

82. Answering Paragraph 82, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 82 and, therefore, denies the same.

83. Answering Paragraph 83, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 83 and, therefore, denies the same.

84. Answering Paragraph 84, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 84 and, therefore, denies the same.

85. Answering Paragraph 85, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 85 and, therefore, denies the same.

86. Answering Paragraph 86, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 86 and, therefore, denies the same.

87. Answering Paragraph 87, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 87 and, therefore, denies the same.

88. Answering Paragraph 88, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 88 and, therefore, denies the same.

89. Answering Paragraph 89, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 89 and, therefore, denies the same.

90. Answering Paragraph 90, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 90 and, therefore, denies the same.

91. Answering Paragraph 91, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 91 and, therefore, denies the same.

92. Answering Paragraph 92, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 92 and, therefore, denies the same.

93. Answering Paragraph 93, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 93 and, therefore, denies the same.

94. Answering Paragraph 94, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 94 and, therefore, denies the same.

95. Answering Paragraph 95, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 95 and, therefore, denies the same.

96. Answering Paragraph 96, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 96 and, therefore, denies the same.

97. Answering Paragraph 97, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 97 and, therefore, denies the same.

98. Answering Paragraph 98, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 98 and, therefore, denies the same.

99. Answering Paragraph 99, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 99 and, therefore, denies the same.

100. Answering Paragraph 100, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 100 and, therefore, denies the same.

101. Answering Paragraph 101, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 101 and, therefore, denies the same.

102. Answering Paragraph 102, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 102 and, therefore, denies the same.

103. Answering Paragraph 103, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 103 and, therefore, denies the same.

104. Answering Paragraph 104, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 104 and, therefore, denies the same.

105. Answering Paragraph 105, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 105 and, therefore, denies the same.

106. Answering Paragraph 106, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 106 and, therefore, denies the same.

107. Answering Paragraph 107, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 107 and, therefore, denies the same.

108. Answering Paragraph 108, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 108 and, therefore, denies the same.

109. Answering Paragraph 109, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 109 and, therefore, denies the same.

110. Answering Paragraph 110, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 110 and, therefore, denies the same.

111. Answering Paragraph 111, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 111 and, therefore, denies the same.

112. Answering Paragraph 112, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 112 and, therefore, denies the same. Rosewill answers Paragraph 112 only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith.

113. Answering Paragraph 113, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 113 and, therefore, denies the same. Rosewill answers Paragraph 113 only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith.

114. Answering Paragraph 114, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 114 and, therefore, denies the same. Rosewill answers Paragraph 114 only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith.

115. Answering Paragraph 115, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 115 and, therefore, denies the

same. Rosewill answers Paragraph 115 only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith.

116. Answering Paragraph 116, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 116 and, therefore, denies the same.

117. Answering Paragraph 117, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 117 and, therefore, denies the same.

118. Answering Paragraph 118, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 118 and, therefore, denies the same.

119. Answering Paragraph 119, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 119 and, therefore, denies the same.

120. Answering Paragraph 120, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 120 and, therefore, denies the same.

121. Answering Paragraph 121, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 121 and, therefore, denies the same.

122. Answering Paragraph 122, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 122 and, therefore, denies the same.

123. Answering Paragraph 123, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 123 and, therefore, denies the same.

124. Answering Paragraph 124, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 124 and, therefore, denies the same.

125. Answering Paragraph 125, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 125 and, therefore, denies the same.

126. Answering Paragraph 126, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 126 and, therefore, denies the same.

127. Answering Paragraph 127, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 127 and, therefore, denies the same.

128. Answering Paragraph 128, Rosewill denies that it has been or now is directly infringing any valid and enforceable claim of the '343 patent in the present district, in Texas, or elsewhere in the United States. Rosewill denies the remaining allegations set forth in Paragraph 128.

129. Answering Paragraph 129, Rosewill denies that it has been or now is indirectly infringing by way of inducing infringement or by contributing to the infringement of the '343 patent in the present district, in Texas, or elsewhere in the United States. Rosewill denies the remaining allegations set forth in Paragraph 129.

130. Answering Paragraph 130, Rosewill denies that the RCM-3201V webcam, the RDM-8163 webcam, or any apparatus of Rosewill (whether imported, made, used, sold, or offered for sale) infringes any valid and enforceable claim of the '343 patent. Rosewill denies the remaining allegations set forth in Paragraph 130.

131. Answering Paragraph 131, Rosewill denies that it is liable for infringement of the '343 patent pursuant to 35 U.S.C. § 271. Rosewill denies any remaining allegations set forth in Paragraph 131.

132. Answering Paragraph 132, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 132 and, therefore, denies the same.

133. Answering Paragraph 133, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 133 and, therefore, denies the same.

134. Answering Paragraph 134, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 134 and, therefore, denies the same.

135. Answering Paragraph 135, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 135 and, therefore, denies the same.

136. Answering Paragraph 136, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 136 and, therefore, denies the same.

137. Answering Paragraph 137, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 137 and, therefore, denies the same.

138. Answering Paragraph 138, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 138 and, therefore, denies the same.

139. Answering Paragraph 139, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 139 and, therefore, denies the same.

140. Answering Paragraph 140, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 140 and, therefore, denies the same.

141. Answering Paragraph 141, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 141 and, therefore, denies the same.

142. Answering Paragraph 142, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 142 and, therefore, denies the same.

143. Answering Paragraph 143, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 143 and, therefore, denies the same.

144. Answering Paragraph 144, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 144 and, therefore, denies the same.

145. Answering Paragraph 145, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 145 and, therefore, denies the same.

146. Answering Paragraph 146, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 146 and, therefore, denies the same.

147. Answering Paragraph 147, Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the allegations set forth in Paragraph 147 and, therefore, denies the same.

148. Answering Paragraph 148, Rosewill denies the allegations of Paragraph 148 as they pertain to Rosewill. Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations to the extent they relate to other Defendants and, therefore, denies the same. Rosewill answers Paragraph 148 only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith.

149. Answering Paragraph 149, Rosewill denies the allegations of Paragraph 149 as they pertain to Rosewill. Rosewill lacks knowledge or information sufficient to form a belief as to the truth of the remaining allegations to the extent they relate to other Defendants and, therefore, denies the same. Rosewill answers Paragraph 149 only for itself, and with respect to

allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith.

PRAYER FOR RELIEF

Answering Paragraphs (1) through (7) of the Prayer for Relief in Plaintiff's Third Amended Complaint, Rosewill denies that Plaintiff is entitled to any of the relief requested therein with respect to Rosewill. Rosewill also denies that Plaintiff is entitled to any of the relief requested therein to the extent such relief is dependent upon the '343 patent being valid, enforceable, and capable of being infringed. Rosewill lacks knowledge or information sufficient to form a belief regarding any remaining relief requested to the extent it relates to other Defendants and, therefore, denies that Plaintiff is entitled to such relief. Rosewill answers Paragraphs (1) through (7) of the Prayer for Relief only for itself, and with respect to allegations against Newegg, Rosewill refers to the Answer of Newegg, filed concurrently herewith.

JURY DEMAND

Rosewill admits that Plaintiff has requested a trial by jury.

AFFIRMATIVE DEFENSES

**FIRST AFFIRMATIVE DEFENSE
(Failure to State a Claim)**

The Complaint, and each and every purported claim for relief therein, fail to allege facts sufficient to state a claim against Rosewill.

**SECOND AFFIRMATIVE DEFENSE
(Noninfringement)**

Rosewill has not infringed and is not infringing the '343 patent under any theory, including direct infringement, infringement by inducement, or contributory infringement.

**THIRD AFFIRMATIVE DEFENSE
(Invalidity)**

The ‘343 patent and all of the claims thereof are invalid for failure to comply with one or more of the requirements for patentability, including those set forth in the Patent Act, 35 U.S.C. §§ 1 *et seq.*, including but not limited to 35 U.S.C. §§ 101, 102, 103, 112 and/or 305.

**FOURTH AFFIRMATIVE DEFENSE
(Estoppel)**

Plaintiff is estopped from claiming that the ‘343 patent covers any method, system, apparatus, or product of Rosewill by virtue of prior art and/or prosecution history.

**FIFTH AFFIRMATIVE DEFENSE
(Limitation on Damages)**

To the extent that Plaintiff seeks damages for any alleged infringement more than six years before the filing of this action, the claims are barred by the statutory limitation on damages pursuant to 35 U.S.C. § 286.

**SIXTH AFFIRMATIVE DEFENSE
(Waiver, Laches, and Acquiescence)**

Plaintiff’s claims for damages and other relief are barred in whole or in part by the equitable doctrines of waiver, laches, and/or acquiescence due to activities including but not limited to Plaintiff’s (including Plaintiff’s predecessors, assignors, etc.) unreasonable delay in asserting the ‘343 patent against Rosewill.

**SEVENTH AFFIRMATIVE DEFENSE
(Failure to Provide Notice)**

To the extent that Plaintiff seeks damages for any alleged infringement prior to its giving actual notice of the ‘343 patent to Rosewill, its claims are barred pursuant to 35 U.S.C. § 287(a).

EIGHTH AFFIRMATIVE DEFENSE
(Innocent Intent)

Rosewill has engaged in all relevant activities in good faith, thereby precluding Plaintiff, even if he prevails, from recovering reasonable attorney's fees and/or costs under 35 U.S.C. § 285.

NINTH AFFIRMATIVE DEFENSE
(Unclean Hands)

Plaintiff is not entitled to any relief in this action because he has come into this Court with unclean hands.

TENTH AFFIRMATIVE DEFENSE
(Failure to Join Necessary and/or Indispensable Parties)

Plaintiff has failed to join necessary and/or indispensable parties in the present action.

ELEVENTH AFFIRMATIVE DEFENSE
(Lack of Standing)

To the extent Plaintiff lacks standing with respect to any claim, that claim should be dismissed.

TWELFTH AFFIRMATIVE DEFENSE
(License, Covenant Not to Sue, and/or Patent Exhaustion)

To the extent that any of Plaintiff's allegations of infringement are premised on the alleged use, sale, or offer for sale of methods, systems, apparatus, and/or products that were manufactured by or for a licensee of Plaintiff or its predecessors-in-interest and/or provided to Rosewill by or through a licensee of Plaintiff or its predecessors-in-interest, or under a covenant not to sue, such allegations are barred pursuant to license and/or exhaustion.

COUNTERCLAIMS

1. Rosewill Inc. is a corporation organized and existing under the laws of the State of Delaware.

2. Upon information and belief, AdjustaCam LLC, is a Texas limited liability company with its principle place of business in Frisco, Texas.

3. These counterclaims arise under federal law, and this Court has jurisdiction pursuant to 28 U.S.C. §§ 1331, 1338, 1367, 2201 and 2202, and the Patent Laws of the United States, 35 U.S.C. § 1, *et seq.*

4. This Court has personal jurisdiction over Plaintiff by virtue of Plaintiff's filing of the Complaint in this action.

5. Venue in this judicial district is proper under at least 28 U.S.C. § 1391 and by virtue of Plaintiff's filing of the Complaint in this action.

6. Plaintiff has asserted that Rosewill infringes the '343 patent. An actual controversy exists between Rosewill and Plaintiff over alleged infringement, invalidity and unenforceability of the '343 patent.

FIRST COUNTERCLAIM – NONINFRINGEMENT OF THE '343 PATENT

7. Rosewill incorporates and realleges Counterclaim Paragraphs 1 through 6 as though fully set forth herein.

8. Rosewill has not infringed and does not infringe any valid, enforceable claim of the '343 patent asserted by Plaintiff, either literally or under the doctrine of equivalents.

9. Rosewill has not and does not contribute to and/or induce infringement by others of any valid and enforceable claim of the '343 patent asserted by Plaintiff, either literally or under the doctrine of equivalents.

10. Rosewill seeks a declaratory judgment that it has not infringed and does not infringe any valid, enforceable claim of the '343 patent asserted by Plaintiff, either literally or under the doctrine of equivalents.

11. Rosewill seeks a declaratory judgment that it has not and does not contribute to and/or induce infringement by others of any valid and enforceable claim of the '343 patent asserted by Plaintiff, either literally or under the doctrine of equivalents.

SECOND COUNTERCLAIM – INVALIDITY OF THE '343 PATENT

12. Rosewill incorporates and realleges Counterclaim Paragraphs 1 through 11 as though fully set forth herein.

13. The '343 patent, and each claim thereof that is asserted by Plaintiff, is invalid for failing to satisfy one or more of the requirements of the Patent Act, 35 U.S.C. § 1, *et seq.*, including but not limited to the conditions of patentability set forth in 35 U.S.C. §§ 101, 102, 103 and/or 112.

14. Rosewill therefore seeks a declaratory judgment that each claim of the '343 patent that is asserted by Plaintiff in this action is invalid for failure to satisfy one or more requirements of the Patent Act, 35 U.S.C. § 1, *et seq.*

RESERVATION OF RIGHTS

Rosewill reserves the right to add any additional defenses and/or counterclaims that discovery may reveal.

ROSEWILL'S PRAYER FOR RELIEF

WHEREFORE, Rosewill respectfully requests that the Court enter judgment in favor of Rosewill and against Plaintiff, as follows:

- a. an order and judgment declaring that Rosewill does not infringe any claim of the '343 patent that is asserted by Plaintiff in this action, under any theory;
- b. an order and judgment declaring that the claims of the '343 patent, which are asserted by Plaintiff in this action, are invalid and/or unenforceable;
- c. an order that Plaintiff take nothing by the Complaint, that no injunctive relief shall issue in favor of Plaintiff, and that the Complaint be dismissed with prejudice;
- d. an order that no costs, expenses, attorneys' fees, or other relief shall be awarded to Plaintiff;
- e. an order declaring this case exceptional pursuant to 35 U.S.C. § 285 and awarding attorneys' fees to Rosewill;
- f. an order that costs and expenses shall be awarded to Rosewill; and
- g. any other relief that the Court deems just and proper under the circumstances.

JURY DEMAND

Rosewill hereby demands a jury trial on all issues so triable in this case.

DATED THIS 26th day of August, 2011.

ZARIAN MIDGLEY & JOHNSON PLLC

By /s/ Christopher J. Cuneo
Christopher J. Cuneo (*Admitted E.D. Texas*)
John N. Zarian (*Admitted E.D. Texas*)
960 Broadway, Suite 250
Boise, Idaho 83706
Telephone: (208) 562-4900
Facsimile: (208) 562-4901
E-mail: cuneo@zarianmidgley.com
zarian@zarianmidgley.com

YARBROUGH WILCOX, PLLC

Trey Yarbrough, State Bar No. 22133500
Debby E. Gunter, State Bar No. 24012752
100 E. Ferguson Street, Ste. 1015
Tyler, Texas 75702
Telephone: (903) 595-3111
Facsimile: (903) 595-0191
E-mail: trey@yw-lawfirm.com
debby@yw-lawfirm.com

Attorneys for Defendants

Newegg Inc., Newegg.com Inc., and Rosewill Inc.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that all counsel of record who are deemed to have consented to electronic service are being served this 26th day of August, 2011, with a copy of this document via the Court's CM/ECF system per Local Rule CV-5(a)(3). Any other counsel of record will be served by electronic mail, facsimile transmission, and/or first class mail on this same date.

/s/ Christopher J. Cuneo

Christopher J. Cuneo